

NERA TELECOMMUNICATIONS LTD

Company Registration Number: 197802690R
(Incorporated in the Republic of Singapore)
(the “**Company**”)

9 October 2024

Dear Sir/Madam

NOTICE TO SHAREHOLDERS REGARDING THE ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (“**NOTICE**”)

1. INTRODUCTION

The board of directors (the “**Board**”) of the Company refers to:

- (a) the announcement dated 4 September 2024 (the “**Offer Announcement**”) made by DBS Bank Ltd. (“**DBS**”), for and on behalf of Ennoconn Corporation (the “**Offeror**”), in relation to the mandatory unconditional cash offer (the “**Offer**”) to acquire all the issued and paid-up ordinary shares in the capital of the Company other than those already owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and the persons acting in concert with the Offeror, in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (b) the Company’s announcement dated 5 September 2024 informing the shareholders of the Company (“**Shareholders**”) of the Offer;
- (c) the Company’s announcement dated 6 September 2024 in relation to the appointment of SAC Capital Private Limited as the independent financial adviser (the “**IFA**”) to advise the Company’s directors who are regarded as independent for the purposes of the Offer under the Code (the “**Independent Directors**”);
- (d) the announcement dated 25 September 2024 issued by DBS, for and on behalf of the Offeror, in relation to the electronic dissemination of the formal offer document in respect of the Offer (the “**Offer Document**”), and the despatch of (i) the notification letter containing the instructions for the electronic retrieval of the Offer Document; and (ii) the relevant acceptance forms; and
- (e) the Company’s announcement dated 9 October 2024 in relation to the electronic dissemination of the offeree circular dated 9 October 2024 in relation to the Offer (“**Circular**”) and the despatch of this Notice.

Unless expressly provided herein, all capitalised terms and expressions used and not defined herein shall have the same meanings ascribed to them in the Circular.

2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR

The Board wishes to inform Shareholders that the Company has today electronically disseminated the Circular to Shareholders.

The Circular contains, amongst other things, (i) the recommendation from the Independent Directors to Shareholders; (ii) the letter from the IFA to the Independent Directors (“**IFA Letter**”) which sets out the advice of the IFA to the Independent Directors in respect of the Offer; and (iii) other information relating to the Offer, in accordance with the Code.

Pursuant to the Securities Industry Council's Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers on 29 June 2021, the Company has opted to electronically disseminate the Circular. Accordingly, please note that no printed copies of the Circular will be despatched to Shareholders.

To access the electronic version of the Circular and its related documents:

- (a) please access the following URL:

www.sgx.com/securities/company-announcements?value=NERA%20TELECOMMUNICATIONS%20LTD&type=company

OR

scan the QR code below:



AND

- (b) select the Company's announcement dated 9 October 2024 in relation to the despatch of this Notice. The Circular and other related documents can be accessed by clicking on the link under the section titled "Attachments" at the bottom of the announcement.

The Circular and other related documents may also be accessed on the Company's website at www.nera.net/investors/announcements-and-financial-results/ under the announcement on 9 October 2024.

The Circular requires the immediate attention of Shareholders. Shareholders should read the Offer Document, the Circular and the IFA Letter carefully and consider the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer. Shareholders who are in any doubt in respect of the Circular or as to the action they should take should consult their stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

3. CLOSING DATE AND TIME

Shareholders should note that the Offer Document states that acceptances should be received by the close of the Offer at 5.30 p.m. (Singapore time) on 23 October 2024 (the "**Closing Date**"), and the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date or to revise the Offer Price. The Offer Document further states that notice is given that the Offer will not be revised or be open to acceptance beyond the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Notice) have taken all reasonable care and made all reasonable inquiries to ensure that the facts stated in this Notice are fair and accurate, and, to the best of their knowledge, all opinions expressed in this Notice (other than the information in the Offer Document and any information relating to or opinions expressed by the Offeror) have been arrived at after due and careful consideration and are fair and accurate, and no material facts have been omitted from this Notice, the omission of which would make any statement in this Notice misleading. The Directors jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document, and any other announcements made by, or for and on behalf of, the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reproduced in this Notice.

BY ORDER OF THE BOARD

**GN JONG YUH GWENDOLYN
COMPANY SECRETARY**

9 OCTOBER 2024